

BYLAWS OF THE GEORGIA CHARTER SCHOOLS COMMISSION

Article I: Name.

- 1-1. Name. The name of this organization shall be the Georgia Charter Schools Commission and shall be denoted as the “Commission” throughout this publication.

Article II: Mission.

- 2-1. Mission. The Commission as established by O.C.G.A. § 20-2-2082, *et seq.*, is a state-level charter school authorizing entity that works in collaboration with the Georgia Department of Education to build a better educated Georgia through the development and support of charter schools of the highest academic quality. In furtherance of such purposes, the Commission shall have those powers, authorities, and duties as are specifically set forth in O.C.G.A. § 20-2-2083.

Article III: Members.

- 3-1. General Powers. All powers and duties of the Commission shall be exercised by or under the authority of, and the business and affairs of the Commission managed under the direction of, members of the Commission, subject to any limitation set forth in these Bylaws, and further subject to such “Governing Policies” as are adopted, amended, altered, or repealed by the Commission from time to time. The Commission will delegate power of conducting the business as needed to the Chairperson, Executive Director, or any other officer, committee, or third party.
- 3-2. Number, Tenure, Qualifications. The Commission will consist of seven (7) members, with three (3) members being appointed by the State Board of Education from a list of individuals recommended by the Governor of the State of Georgia, two (2) members appointed by the State Board of Education from a list of individuals recommended by the President of the Senate of the State of Georgia, and two (2) members appointed by the State Board of Education from a list of individuals recommended by the Speaker of the House of Representatives of the State of Georgia. The Governor, the President of the Senate, and the Speaker of the House of Representatives shall each recommend a list of no fewer than two nominees for each appointment to the Commission. Each member shall serve a term of two (2) years; however, for the purpose of providing staggered terms, of the initial appointments, three (3) members shall be appointed to one-year terms and four (4) members shall be appointed to two-year terms as determined by the Georgia State Board of Education. Thereafter, each appointee shall serve a two-year term unless the State Board of Education, after review and upon recommendation by the initial recommending authority, extends the appointment. If a vacancy occurs on the Commission, it shall be

filled by the State Board of Education from a recommendation by the appropriate authority according to the procedure set forth in this subsection. The members of the Commission shall annually vote to appoint a Chairperson, Vice Chairperson, and Secretary/Treasurer from among its membership.

Each member of the Commission shall hold a bachelor's degree or higher, and the Commission should include a group of diverse individuals representative of Georgia's school population who has experience in finance, administration, law, education, public school teaching, and school governance. Members of the Commission shall be natural persons who are eighteen (18) years of age or older.

The Commission may establish an attendance requirement, which will be articulated in the Governing Policies. A member of the Commission absent from more meetings of the Commission than is allowed in the Governing Policies, shall be deemed to have resigned from the Commission and his or her position shall be deemed to have become vacant for the remainder of his or her Term, or until the vacancy is filled pursuant to this Section of these Bylaws. The Chairperson may, in his or her discretion, waive application of this provision and excuse absences due to extenuating circumstances.

- 3-3. Removal. Any Commissioner may be removed, (a) for Cause, by a majority vote of all of the members of the then serving Commission, and (ii) without Cause by an affirmative vote of two-thirds (2/3) of all of the members of the then serving Commission. As used herein, "Cause" shall be defined as a Commissioner's failure to abide by these Bylaws, or the Governing Policies, as determined by a majority vote of all of the members of the then serving Commission.
- 3-4. Place of Meeting. The Commission may hold its meetings at such place or places within or without the State of Georgia at it may from time to time determine.
- 3-5. Regular Meetings. A regular annual meeting of the Commission shall be held within six months after the conclusion of the Commission's fiscal year at such place, date and times as shall be determined from time to time by the Commission, at which time; the Commission shall consider and act on such matters as may be raised consistent with the notice requirements of the Code and these Bylaws. In addition, the Commission shall meet at least bimonthly at the call of the Chairperson or upon the request of four (4) members of the Commission.
- 3-6. Special Meetings. Special meetings of the Commission may be called by the Chairperson, on not less than five (5) days' and no more than two (2) weeks' notice to each Commissioner who will be notified by mail, telephone, e-mail, or fax. Special meetings may also be called by the written request of any four (4) or more Commissioners, in like manner and on like notice as provided in the immediately preceding sentence. Such notice shall state the time, date and place

of such meeting, but need not describe the purpose of the meeting. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting.

- 3-7. Notice. The Commission shall follow the notice requirements of the Georgia Charter Schools Commission Act and the Open and Public Meetings Law, O.C.G.A. § 50-14-1, in convening both regular meetings and special meetings. Once the Commission has established by resolution, place, date, and time of a special meeting and made said resolution public, the meeting may be held without further notice of the date, time, place and purpose of the meeting.
- 3-8. Quorum. At all meetings of the Commission, unless provided in the Code, other provisions of these Bylaws, or in any Governing Policies, four (4) Commissioners shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Commissioners present at any meeting may adjourn until a quorum can be had. Notice of the time and place of any adjourned meeting shall be given to (i) the Commissioners who were not present at the time of the adjournment and (ii) the other Commissioners, unless the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken.
- 3-9. Voting. Voting will be left to the discretion of the Chairperson. A vote may be taken by voice or by a show of hands. When voting for officers of the Commission, a written ballot will be issued, unless agreed upon by a majority of the Commission to vote by show of hands.

Except as expressly otherwise provided by these Bylaws or any other Governing Policy, if a quorum is present when a vote is taken, the affirmative vote of a majority of Commissioners present constitutes an act of the Commission. Voting by proxy is prohibited. A Commissioner who is present at a meeting when action is taken is deemed to have assented to the action unless:

- (1) the Commissioner objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting business at the meeting;
 - (2) the Commissioner's dissent or abstention from the action taken is entered in the minutes at the meeting; or
 - (3) the Commissioner does not vote in favor of the action taken and delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Commission immediately after adjournment of the meeting.
- 3-10. Conference Call Meetings. Members of the Commission, or any committee of the Commission, may participate in a meeting of the Commission or committee by

means of conference telephone or similar communications equipment by which means all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

- 3-11. Notices/Waiver of Notice. Whenever written notice is required by the Code, these Bylaws, or any other Governing Policy to be given to any Commissioner or member of a committee, such notice, subject to the limitations set forth in the Governing Policies and these Bylaws, may be given by mail, addressed to such Commissioner or member of a committee at such person's address as it appears on the records of the Commission, with postage thereon prepaid, and such notice shall be deemed to be effective at the time when the same shall be deposited in the United States mail. Written notice may also be given in person or by electronic transmission or private carrier. Notice given by electronic transmission shall be deemed effective: (a) if by facsimile telecommunication, when transmitted to a telephone number at which the Commissioner has consented to receive notice; (b) if by e-mail, when transmitted to an e-mail address at which the Commissioner has consented to receive notice; (c) if by posting on an electronic network together with separate notice to the Commissioner of such specific posting, upon the later of: (i) such posting; or (ii) the giving of such separate notice; or (d) if by any other form of electronic transmission, when transmitted.

A Commissioner may waive any notice of a meeting either before or after the date and time stated in the notice. Such waiver must be in writing, signed by the Commissioner entitled to the notice or by electronic transmission, and delivered to the Commission for inclusion in the minutes or filing with the Commission records. A Commissioner's attendance at or participation in a meeting shall constitute a waiver of any required notice to him or her of the meeting unless the Commissioner at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

- 3-12. Robert's Rules of Order. Robert's Rules of Order, current edition, may be invoked by the Chairperson or majority vote of the Commissioners present at any meeting of the Commission.
- 3-13. Reimbursement. Commissioners shall not be compensated for their service but may be reimbursed for per diem and travel expenses in the same manner as provided for in O.C.G.A. § 45-7-21.

Article IV: Officers of the Commission.

- 4-1. Elected Officers. The elected officers of the Commission shall be a Chairperson, Vice Chairperson, and Secretary/Treasurer, each of which shall be elected from the members of the Commission to serve in the office to which he or she was elected until the completion of his or her term and election and qualification of

his or her successor, subject to his or her earlier death, resignation or removal. The Secretary/ Treasurer shall be elected by a majority vote of the members of the Commission to a term of one (1) year each. All officers of the Commission shall serve at the pleasure of the Commission, and any officer, other than Chairperson or Vice Chairperson, may be removed by the majority vote of the entire Commission whenever in its judgment the best interests of the Corporation will be served thereby. Inasmuch as the Chairperson, Vice Chairperson, Secretary, and Treasurer must be members of the Commission, any such officer that ceases to be a member of the Commission for any reason, including without limitation death, removal, or resignation, shall be deemed to cease simultaneously to be an officer of the Commission.

- 4-2. Compensation. The Chairperson, Vice Chairperson, Secretary, and Treasurer and all other elected officers of the Commission shall serve without compensation.
- 4-3. Chairperson. The Chairperson shall preside at all meetings of the Commission. The Chairperson shall be authorized to enter into any contract or agreement on behalf of the Commission and to execute in the Commission's name any instrument or other writing. The Chairperson may delegate his or her authority to sign agreements or contracts on behalf of the Commission to the Executive Director with approval of the Commission. The Chairperson shall see that all orders and resolutions of the Commission are carried into effect and shall supervise and direct the management and operation of the Commission in the absence of an Executive Director. The other officers and employees of the Commission shall be under the Chairperson's supervision and control during such interim. The Chairperson shall be an ex officio member of all committees of the Commission and shall have such other duties and have such other authority and powers as the Commission may from time to time prescribe.
- 4-4. Vice Chairperson. The Vice Chairperson, unless otherwise determined by the Commission, shall, in the absence or disability of the Chairperson, perform the duties and have the authority and exercise the powers of the Chairperson. The Vice Chairperson shall perform such other duties and have such other authority and powers as the Commission may from time to time prescribe, or as the Chairperson may from time to time delegate.
- 4-5. Secretary/Treasurer. The Commission may choose to combine the roles of Secretary and Treasurer so that both roles may be fulfilled by one individual if the Commission finds the arrangement to be efficient, necessary, and appropriate. Should this arrangement be adopted, the individual fulfilling both roles would be responsible for all of the following duties.

The Treasurer shall have the custody of the Commission funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Commission, and shall deposit all monies and other valuables in the name and to

the credit of the Commission into depositories designated by the Commission.

The Treasurer shall disburse the funds of the Commission as ordered by the Commission, and shall prepare financial statements at such intervals as the Commission shall direct. The Treasurer shall also be authorized to sign checks, drafts, and other orders for the payment of money, and may delegate this authority to the Executive Director with the approval of the Commission.

If required by the Commission, the Treasurer shall give the Commission a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Commission) for the faithful performance of the duties of Treasurer and for the restoration to the Commission, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Commission.

The Treasurer shall perform such other duties and have such other authority and powers as the Commission may from time to time prescribe, or as the Chairperson may from time to time delegate.

The Secretary shall attend all meetings of the Commission, shall record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the executive and other committees when required. The Secretary may delegate the performance of these duties to Commission staff as appropriate, but shall oversee the process and final product.

The Secretary shall give, or cause to be given, notice of all meetings of the Commission.

The Secretary shall, for the purpose of authenticating records of the Commission, keep in safe custody and seal of the Commission and, when authorized by the Commission or the Chairperson, affix the seal to any Commission instrument. When so affixed, the seal shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant Secretary.

The Secretary shall be under the supervision of the Chairperson. The Secretary shall perform such other duties and have such other authority and powers as the Commission may from time to time prescribe, or as the Chairperson may from time to time delegate.

- 4-7. Executive Director. The Executive Director, subject to the control of the Commission, shall supervise and have general charge of all operating functions and activities of the Commission and shall be charged with carrying out the policies, programs, orders, and resolutions of the Commission.

The Executive Director may employ, discharge and supervise, and determine the

compensation of, employees of the Commission.

The Executive Director shall perform such other duties and shall have such other authority and powers as the Commission may from time to time prescribe, shall keep the Commission, officers, and committees of the Commission fully informed as to the business and affairs of the Commission and shall consult freely with them concerning its business and affairs.

Article V: Commission Committees.

- 5-1. Standing Committees. Standing committees of the Board may include but shall not be limited to the following committees: the Executive Committee. The Commission may create and delegate decision-making authority to other committees comprised of Commissioners and/or Commission staff to investigate issues, formulate recommendations, and/or determine the Commission's ultimate course of action as necessary and appropriate.

Article VI: Fiscal Year.

- 6-1. The fiscal year of the Commission shall be established by the Commission.

Article VII: Amendments to the Bylaws.

- 7-1. The bylaws may be amended subject to approval of a vote of two-thirds of the current Commissioners. When these bylaws are amended, a revised copy will be prepared that contains the revisions, which shall be dated and signed by the Chairperson and the Secretary.

Article VIII: Compensation, Purpose, and Operations of the Commission.

- 8-1. Pecuniary gain. The Commission shall not be operated for pecuniary gain or profit. No part of the net earnings of the Commission shall inure to the benefit of, or be distributable to, any Commissioner, officer, or employee of the Commission, or any other private person; but the Commission shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in the Commission's Mission stated above and the Georgia Charter Schools Commission Act.
- 8-2. Political involvement. No substantial part of the activities of the Commission shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Commission shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- 8-3. Operations. The Commission has full power and authority to perform all other

acts necessary or incidental to its purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Commission to carry out any of the purposes of the Commission, as set forth in these bylaws and the Georgia Charter Schools Commission Act.

- 8-4. Conflict of Interest Policy. The Commission will develop and adopt a Conflict of Interest policy to govern the Commission and its staff to ensure fair dealings with the public and to execute its mission justly.